

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ARYEH COHEN, : Case No. 07-cv-6359 (HB)
: :
Plaintiff, : :
: :
vs. : :
: :
LOOKING FOR PALLADIN, LLC, MAHYAD :
TOUSI, TOUSI PRODUCTIONS LLC, :
ANDRZEJ KRAKOWSKI and PINE HILL :
PRODUCTIONS, INC. :
: :
Defendants. : :
----- X

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, Andrzej Krakowski, being duly sworn, depose and say, that:

1. I am an individual defendant in this action and I am the president of defendant Pine Hill Productions, Inc., a Manager of defendant Looking for Palladin, LLC.
2. I am also the writer and director of the independent film *Looking for Palladin* (the "Film").
3. I submit this affidavit in support of defendants' motion to dismiss this action and compel arbitration.
4. Defendant Mahyad Tousi ("Tousi") is the Manager of Tousi Productions, LLC and a producer of the Film.
5. I reside in the State of New York.
6. On July 17, 2006 plaintiff executed a Subscription Agreement and Operating Agreement pursuant plaintiff agreed to make a capital contribution of \$70,000 to Looking for

Palladin in exchange for one membership interest in Looking for Palladin. He made a capital contribution of \$65,000 and has defaulted on his obligation to pay the balance of \$5,000. Plaintiff is the only member of Looking for Palladin LLC that is not an affiliate of Palladin LLC.

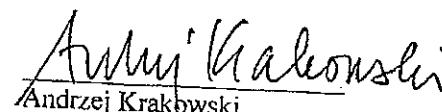
7. I have attached hereto as Exhibit A the Subscription Agreement executed by Plaintiff.
8. I have attached hereto as Exhibit B the Operating Agreement executed by Plaintiff.
9. Looking for Palladin LLC relied on the written representation of Plaintiff that he was an accredited investor under federal securities laws which was contained in the Subscription Agreement.

10. At Plaintiff's request, I cast Plaintiff in a principal role in the Film. After shooting of Plaintiff's scenes commenced, Plaintiff told me that he had to leave the Film because of a family emergency, which I later discovered was not the case. I was required to recast Plaintiff's role and reshoot his scenes at considerable expense to the production.

11. Our attorneys requested that Plaintiff submit the dispute regarding his claim for a return of his capital contribution to arbitration as required by the Operating Agreement of Looking for Palladin LLC. A copy of such request is attached hereto as Exhibit C. Plaintiff refused.

12. Attached hereto as Exhibit D is the Summons and Complaint in this action.

13. I respectfully request that the Court grant defendants' motion to dismiss this action and compel arbitration.


Andrzej Krakowski

Sworn to before me
this 18th day of October, 2007


Notary Public

KENNETH SKLAR
Notary Public, State of New York
No. 0256758735
Commissioned in Westchester County
Commissioned on October 18, 2010